

BYLAWS
of
THE GREAT LAKES REGION
of
THE CONSTRUCTION SPECIFICATIONS INSTITUTE, INC.

ARTICLE I – NAME

The name of this organization is the Great Lakes Region of The Construction Specifications Institute, Inc., hereinafter referred to as the “Region,” said Region being an affiliate region of The Construction Specifications Institute, Inc., hereinafter referred to as the “Institute.”

ARTICLE II – GOVERNING AUTHORITY

The Region is governed and operated in accordance with the laws of the state of Ohio, the Articles of Incorporation, provisions of the Institute Bylaws, these bylaws, the regulations and requirements for the conduct of members, chapters, and regions of the Institute as adopted from time to time by the Institute board, Region policy, and other rules and instructions of the Region’s board of directors.

ARTICLE III – PURPOSE AND POLICY

Section 1. Purpose

The purpose of the Region is to provide a medium at the region level for the advancement of the objectives of the Institute.

Section 2. Policy

- a. The name, funds, or influence of the Region may be used only in support of this purpose.
- b. Notwithstanding anything else in these bylaws, the name, funds or influence of the Region shall be used only for purposes consistent with purposes permitted for organizations qualified under section 501(c)(6) of the Internal Revenue Code (or successor section) as it may be amended from time to time.

ARTICLE IV – DOMAIN AND MEMBERSHIP

Section 1. Domain

The domain of the Region shall be the Great Lakes Region of the United States of America as geographically designated by the Institute.

Section 2. Membership

The membership of the Region shall be comprised of the members of the Institute within the domain of the Region.

ARTICLE V – BOARD

Section 1. Delegation

The management and direction of the Region shall be delegated exclusively to its board of directors; hereinafter referred to as the “Board.”

Section 2. Composition of the Board

The Board shall consist of the executive committee and the directors. No member may hold more than one voting position on the Board concurrently.

Section 3. Executive Committee

The executive committee shall be as defined in Article VI.

Section 4. Directors

The directors shall be the presidents of the chapters of the Institute within the region or their alternates as directed by their chapter bylaws or as directed by their chapter board. The term of office for the directors shall coincide with the Institute's administrative year and shall continue until their respective successors take office.

Section 5. Duties

The Board shall have control and management of the affairs of the Region with authority to conduct the business of the Region.

Section 6. Meetings

- a. The Board shall hold at least one meeting during the year, the time and place of which shall be fixed by the Board. Special meetings shall only be held upon the call of the president or a majority of the Board and communicated by usual and customary means with not less than seven days written notice.
- b. Board meetings may be held via electronic means provided they are conducted by an audio, video, or computer-based teleconferencing technology that allows all persons participating to hear each other at the same time.

Section 7. Quorum

A majority of the Board shall constitute a quorum.

Section 8. Vacancies

Any vacancies that occur in the Board shall be filled for the duration of the unexpired term as follows:

- a. A vacancy in the office of director shall be filled by the chapter where the vacancy exists.
- b. In the event of a vacancy in the office of the president, the president-elect shall assume the presidency, without election.
- c. A vacancy in the office of president-elect, vice president, immediate past president, secretary, or treasurer shall be filled by the Board for the duration of the unexpired term.

Section 9. Order of Business

The order of business for meetings shall be determined by the presiding officer. These bylaws and *Roberts Rules of Order Newly Revised*, shall govern the conduct of the meetings.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. Composition

- a. The voting members of the executive committee shall consist of the president, the president-elect, vice presidents, the immediate past president, the secretary, and the treasurer.
- b. The Institute director elected from the Region shall be an ex officio non-voting member of the executive committee.
- c. The statutory agent shall be an ex-officio non-voting member of the executive committee.

Section 2. Duties

The executive committee shall exercise, at all times when the Board is not in session, such part of the authority of the Board in the control and management of the Region's affairs as the Board may delegate to it.

Section 3. Meetings

Meetings of the executive committee may be held upon the call of the president.

Section 4. Quorum

A majority of the voting members of the executive committee shall constitute a quorum.

Section 5. Order of Business

The order of business for meetings shall be determined by the president. These bylaws and *Roberts Rules of Order Newly Revised*, shall be the guide for the conduct of the meetings.

ARTICLE VII – OFFICERS

Section 1. President

- a. The president of the Region shall preside at all Region meetings including those of the Board and the executive committee, select the chairs of committees, be an ex officio member of all committees, and sign all agreements and formal instruments on behalf of the Region.

- b. The current president-elect shall assume the office of president without election and serve for a term of one year or until their successor assumes office.

Section 2. President-elect

- a. The president-elect of the Region shall serve as presiding officer in the absence of the president, be a member of the executive committee and the Board, be an ex officio member of all committees, and have other assignments as prescribed by the president, the executive committee, or the Board.
- b. The president-elect shall be elected by the members of the Region and serve for a term of one year or until their successor is elected.

Section 3. Vice Presidents

- a. The two vice presidents of the Region shall serve as presiding officer in the absence of the president and president-elect, be members of the executive committee and the Board, and shall have other assignments as prescribed by the president, the executive committee, or the Board.
- b. The vice presidents shall be elected by the members of the Region and serve for a term of two years or until their successor is elected. The terms of the vice presidents shall expire in opposite years.

Section 4. Immediate Past President

- a. The immediate past president shall be a member of the executive committee and the Board, and have other assignments as prescribed by the president, the executive committee, or the Board.
- b. The current president shall assume the office of immediate past president without election and shall serve a term of one year or until their successor assumes office.

Section 5. Secretary

- a. The secretary shall be a member of the executive committee and the Board; keep the minutes of all meetings of the Region and of the Board; preserve all papers, letters, and transactions of the Region; issue notices for all meetings for which notice must be given; and have other assignments as prescribed by the Board.
- b. The duties of the secretary, under authority of the Board, may be assigned in whole or in part, to others as the Board may determine.
- c. The secretary shall be elected by the members of the Region and serve for a term of two years expiring in odd-numbered years or until their successor is elected.

Section 6. Treasurer

- a. The treasurer shall be a member of the executive committee and the Board; collect and receipt for monies and securities; deposit, disburse, and dispose of funds subject to the direction of the Board; keep accurate books of account; submit a report at Board meetings; submit a report of office at the annual meeting; and have other assignments as prescribed by the Board.
- b. The treasurer shall be elected by the members of the Region and serve for a term of two years expiring in even-numbered years or until their successor is elected.

Section 7. Statutory Agent

- a. Under the laws of the state of Ohio, in which the Region is incorporated, a statutory agent (hereinafter referred to as the "Agent") upon whom any process, notice, or demand required or permitted by statute to be served upon a corporation may be served, is required for not-for-profit corporations.
- b. The Agent shall be a resident of the state of Ohio, whose name and address must be kept current and on file with the secretary of state's office.
- c. A new Agent shall be appointed by the Board in the event that the current Agent dies, leaves the state, or resigns their position.
- d. The Agent shall register any change of address with the secretary of state's office, on the prescribed forms, and with the Board through the secretary.
- e. The Agent shall notify the Board of any correspondence or service received or dispatched on behalf of the Region by forwarding copies of same to the secretary.
- f. There is no time limit for this appointment.

ARTICLE VIII – NOMINATION OF INSTITUTE DIRECTORS

Section 1. Bylaws of the Institute

The Region shall conform to Bylaws of the Construction Specifications Institute, Article V – Nomination and Election of Officers and Directors for selecting nominees for Institute director.

Section 2. Committee

Not later than July 1 of the administrative year in which the term of an Institute director expires the following June 30, a nominating committee comprised of a chair and five directors shall be formed. The immediate past president or the Institute director may serve as the chair.

Section 3. Nominating

The nominating committee shall prepare a list of names of qualified members willing to have their name placed into nomination with not less than one qualified name for the Institute director position due to become vacant, and present the list to the Board not later than September 1. At this time, Board members may present additional names of members from the floor. The nominating committee shall prepare the ballot, which shall include the original list of names and those names presented from the floor.

Section 4. Voting

Voting shall be by written ballot. No more than four qualified members shall be nominated to the Institute. The ballots shall be counted, and reported to the Board.

Section 5. Notification

Not later than November 1, the Region secretary shall notify the Institute secretary of the results of the nomination including a listing of names, addresses, e-mail addresses, and telephone numbers of the nominees.

ARTICLE IX – NOMINATION AND ELECTION OF OFFICERS

Section 1.

Officers shall be elected to those offices as established by Article VII by the members of the Region.

Section 2.

The term of office shall coincide with the Institute's administrative year. The officers shall not hold the same office for more than two consecutive terms.

Section 3.

- a. The region nominating committee shall prepare a list of nominees, showing at least one name for each elected position on the board due to become vacant, and present the list to the Region members.
- b. The nominating committee shall endeavor to select candidates so the composition of the board reflects the diversity of region membership.

Section 4.

- a. Each voting member of the region shall be provided with a ballot at least two weeks prior to the ballot count. Eligibility to vote shall be as defined in the Institute bylaws. The winners shall be determined by a plurality of votes cast.
- b. For purposes of Region elections, voting members shall include Professional members and Emerging Professional members.

Section 5.

The ballots shall be counted, and the results shall be reported to the Region members.

Section 6.

Not later than April 30, the Region secretary shall notify the Institute office of the results of the election and shall submit a complete listing of the Region officers for the coming year, with their contact information.

ARTICLE X – DISQUALIFICATION OF OFFICERS AND DIRECTORS

Officers or directors who for any reason cease to be members of the Region or Institute shall thereupon no longer hold such office in the Region.

ARTICLE XI – COMMITTEES

The executive committee shall create committees, delegate to these committees such powers and functions desirable for the conduct of business and for carrying out the purposes of the Region, and authorize compensation for justifiable expense for same. The president shall appoint the chair of each committee. Members serving on committees shall be members in good standing in the Institute and this Region.

ARTICLE XII – MEETINGS

Section 1. Annual Meeting

The Region shall meet annually at such times and places as fixed by the Board. Any member in good standing in the Institute and this Region may attend the Region annual meeting.

Section 2. Special Meetings

Special meetings may be called by the president or upon written request of a quorum of the Board to the president. Any member in good standing in the Institute and this Region may attend the special meeting.

Section 3. Announcement of Meetings

The time and place of meetings shall be announced to all members in good standing in the Institute and this Region at least 20 days in advance.

Section 4. Order of Business

The order of business for meetings of the members of the Region shall be determined by the executive committee. These bylaws and *Roberts Rules of Order Newly Revised*, shall govern the conduct of the meetings, except where otherwise provided in these bylaws.

Section 5. Quorum

One member in good standing from a majority of the chapters of the Region and one presiding officer present at an annual meeting or special meeting shall constitute a quorum.

ARTICLE XIII – FISCAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year shall commence on July 1 of each year.

Section 2. Funding

- a. The principal funding for the operation of the Region shall be by an allocation from the Institute dues of each member. Supplemental funding may be provided through an assessment of each chapter member. This assessment shall be approved by the Board at a meeting before the end of each fiscal year.
- b. If the assessment is an amount greater than zero dollars per member, the treasurer shall, prior to August 1, notify each chapter in the Region of the amount of the assessment to be remitted to the treasurer prior to September 1, based on the membership as published in the official Institute report of membership through June 30.
- c. At the close of the fiscal year, the treasurer shall determine if informational forms and tax returns are required, and shall cause same to be filed with, and shall pay any taxes due, to the Internal Revenue Service and other authorities within the prescribed time limits.

Section 3. Audit

- a. The Board shall appoint a committee to audit the books and transactions of the treasurer at the close of the fiscal year. This report shall be read at the next annual meeting of the members.
- b. The audit committee shall verify the corporate status of the Region with the Agent and secretary of state, the tax exempt status as a 501(c)(6) corporation with the Internal Revenue Service, and that required informational forms and tax returns have been filed with, and taxes due have been paid to, the Internal Revenue Service and other authorities.

ARTICLE XIV – ADMINISTRATIVE YEAR

Officers and directors of the Region shall be elected to hold office for a period beginning July 1 and ending June 30 of the respective years.

ARTICLE XV – INDEMNIFICATION AND FIDELITY BOND

Section 1. Indemnification of Directors, Officers, and Employees.

- a. The Region shall indemnify every person who is or was a trustee, director, officer, or employee, or who is serving or has served at its request as a director, trustee, officer, or employee of any other corporation (hereinafter referred to as “other corporation”) against reasonable expenses, including attorney’s fees and disbursements, judgments, decrees, fines, penalties, and amounts paid in settlement, in connection with any pending or threatened claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) in which they may be involved or threatened to be involved as a party or otherwise, by reasons of being or having been such director, trustee, officer, or employee; provided a determination is made in the manner provided in paragraph b. of this Section that such person: (1) was not willfully negligent or guilty of willful misconduct in the performance of duties to the Region or other corporation of which the individual is or was a director, trustee, officer, or employee; (2) acted in good faith in what they reasonably believed to be the best interest of other corporation; (3) in any matter the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful; and (4) in the case of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the Region or other corporation; provided, however, that if at any time any provisions are contained in the laws of the State of Ohio prohibiting indemnification in respect of any claim, action, suit, or proceeding except upon a determination of the extent thereof in the manner provided therein, then indemnification in respect thereof shall be made only in accordance with such provisions.
- b. The determination as to (1), (2), (3), and (4) in the preceding paragraph may be made by an adjudication of a court of competent jurisdiction. All determinations, except those made by such prior adjudications, shall be made: (1) by a majority vote of a quorum consisting of disinterested directors (namely directors who are or were not parties to or threatened with any such claim, action, suit or proceeding); (2) if such a quorum is not obtainable or, even if obtainable, if the quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the members in like manner to the procedure for amending the Region Bylaws.
- c. In making a determination, the disinterested directors may conclusively rely upon an opinion as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that the trustee, director, officer, or employee was negligent or guilty of misconduct in the performance of duty to the region or other corporation while a director, trustee, officer, or employee did not act in good faith in what they reasonably believed to be the best interest of the Region or other corporation, or, in any manner the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that their conduct was unlawful.
- d. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Region to the trustee, director, officer, employee or their legal counsel prior to the final disposition thereof upon receipt of an undertaking by the trustee, director, officer, or employee to repay such amount as shall not ultimately be determined to be payable to them hereunder.
- e. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such trustee, director, officer, or employee, now or hereinafter may be entitled, shall continue to a person who has ceased to be a trustee, officer, director, or employee, and shall inure to the benefit of such person’s heirs and legal representatives.

Section 2. Fidelity Bond

Every person entrusted with the handling of funds or property by the Region shall be bonded in such form and in such amount and with surety satisfactory to the Board, of any fraudulent or dishonest act or acts committed against the Institute (national, regions, and chapters) while acting alone or in collusion with others; the cost of said bond to be paid by the Region.

ARTICLE XVI – AMENDMENTS

Section 1. Proposed Changes

Proposals for amendments to these bylaws may be made by the Board, or submitted to the Board in a petition, accompanied with detailed justification for the proposed changes, and signed by not less than one percent of the members of the Region. Proposed amendments to these Region bylaws shall be submitted to the Institute secretary for approval, in the manner and form prescribed by the Institute. After approval by the Institute

secretary, the amendments shall be publicized to each member of the Region at least two weeks prior to a regular or special meeting.

Section 2. Approval

An affirmative vote by at least two thirds of the voting members of the Region present at the next regular or special meeting is required to approve an amendment to these Bylaws.

ARTICLE XVII – NUMBERING OF ARTICLES AND SECTIONS

The Board is authorized to number the articles and sections of these bylaws to correspond with any changes that may be made.

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